

AVINO SILVER & GOLD MINES LTD.
(the “**Company**”)

Governance & Nominating Committee Charter

1.0 PURPOSE

1.1 The Governance & Nominating Committee (the “**Committee**”) shall act in an advisory capacity only to the Company’s board of directors (the “**Board**”) (i.e., review/recommend matters to the Board) with respect to the governance and nominating matters of the Company and has been established by the Board to:

- (a) manage the corporate governance system for the Board;
- (b) assist the Board to fulfill its duty to meet the applicable legal, regulatory and (self-regulatory) business principles and ‘codes of best practice’ of corporate behaviour and conduct;
- (c) assist in the creation of a corporate culture and environment of integrity and accountability;
- (d) monitor the quality of the relationship between the Board and management of the Company;
- (e) review the Chief Executive Officer’s succession plan;
- (f) identify and recommend to the Board individuals qualified to be nominated for appointment to the Board;
- (g) assist the Board’s annual review of the Chief Executive Officer’s performance;
- (h) assess and report on the effectiveness of the Board and any committees thereof;
- (i) develop and recommend to the Board a set of corporate governance policies and principles applicable to the Company in light of the corporate governance guidelines published by regulatory bodies having jurisdiction, and to conduct periodic reviews of such policies and principles; and
- (j) annually review and set an agenda of the Board on an ongoing basis.

2.0 COMPOSITION AND ORGANIZATION

2.1 Annually, following the annual general meeting of the Company, the Board shall elect from its members not less than three directors to serve on the Committee. The members of the Committee shall be independent within the meaning of National Instrument 52-110 - *Audit*

Committees, and meet the applicable independence requirements of the law, including the rules promulgated by any stock exchange its securities are listed on.

- 2.2 Each member shall hold office until the close of the next annual general meeting of the Company or until the member resigns or is replaced, whichever first occurs. Members of the Committee, including the Committee's Chair (the "**Committee Chair**"), will be appointed and may be removed, with or without cause, by the Board on its own initiative or on the recommendation of the Committee, by ordinary resolution of the Board. Unless a Committee Chair is appointed by the Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. In addition, a Committee member may also be removed from the Committee in the following situations:

- (a) Committee members may withdraw as a member of the Committee by written notification to the Board; and
- (b) if a Committee member ceases, for any reason, to be a director of the Company, then such Committee member is automatically removed as a member of the Committee without any further action required on the part of the Board or the Committee.

- 2.3 The Chief Financial Officer shall act as management advisor to the Committee.

3.0 **MEETINGS AND QUORUM**

- 3.1 The Committee will meet, in person or by teleconference, at least twice a year; provided that the Committee Chair or any other member of the Committee may call a meeting at any time.
- 3.2 48 hours' notice must be given to every Committee member of every Committee meeting, however, acknowledgment of receipt of notice by all members is not required before the meeting can be validly held and the notice period may be waived by a quorum of the Committee.
- 3.3 The Committee will report to the Board on its activities at the Board meeting next following each Committee meeting.
- 3.4 The Committee may specifically delegate to any one or more of its members authority to conclude any matter requiring the authority of the Committee. The outcome of any such delegation will be reported to the Committee at its next meeting.
- 3.5 The quorum at any meeting of the Committee will be a majority of the members of the Committee.
- 3.6 Unless otherwise determined by the Committee, the Company's Secretary will act as Secretary to the Committee.
- 3.7 The Committee may invite such directors, officers and employees of the Company or other advisors as it may see fit from time to time to attend meetings and assist in the discussion and consideration of the business of the Committee.

4.0 DUTIES AND RESPONSIBILITIES

- 4.1 The Committee will develop and facilitate an appropriate orientation program for newly elected directors of the Company to familiarize new directors with the Company's strategic plan, the business environment and market in which the Company operates, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, and its principal officers.
- 4.2 Subject to the powers and duties of the Board, the responsibilities of the Committee generally include, but are not limited to, undertaking the following:
- (a) Develop and monitor the Company's overall approach to corporate governance issues and, subject to approval by the Board, implement and administer this process, including conducting periodic reviews of governance principles and practices.
 - (b) Advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committees.
 - (c) Review with the Board, on a regular basis, but not less than annually, the terms of reference for the Board, each committee of the Board, the Chair of the Board and the Chief Executive Officer.
 - (d) Review with the Board, on a regular basis, the methods and processes by which the Board fulfils its duties and responsibilities, including without limitation:
 - (i) the size, structure and composition of the Board, with a view to determining the impact of the number of Board members upon its effectiveness;
 - (ii) the number and content of meetings;
 - (iii) the annual schedule of issues to be presented to the Board at its meetings or those of its committees;
 - (iv) material which is to be provided to the directors generally and with respect to the meetings of the Board or its committees;
 - (v) resources available to the directors;
 - (vi) the communication process between the Board and management; and
 - (vii) identifying any weaknesses in the current Board composition.
 - (e) Review and, as necessary, authorize a committee or an individual director to engage separate independent counsel and/or advisors at the expense of the Company in appropriate circumstances.

- (f) Make recommendation to the Board regarding changes or revisions to the Board's corporate governance guidelines, mandates and policies.
- (g) Develop and recommend to the Board criteria for the selection of candidates to serve on the Board.
- (h) Evaluate and make recommendations to the Board concerning the appointment of directors to the committees and the selection of Board committee chairs.
- (i) Annually evaluate and report to the Board on the performance and effectiveness of the Board, its committees and of management of the Company as a whole.
- (j) Review and assess the independence of each member of the Board.
- (k) Annually review and evaluate its performance.
- (l) Keeping abreast of best governance practices locally and abroad.
- (m) Recommending continuing education for Board members.
- (n) Subject to applicable laws and the Articles of the Company, formulating and administering all policies and practices of the Company with respect to the indemnification of directors and officers by the Company and approving all required payments made pursuant thereto.
- (o) Review and approve any corporate governance report to be made in accordance with applicable securities laws and stock exchange regulations for inclusion in the Company's annual information form, management proxy circular and/or annual report.
- (p) Performing such other functions as may be designated in future resolutions of the Board.

4.3 The Committee will have the sole authority to engage any outside advisor that it determines necessary to permit it to carry out its duties. All reasonable costs incurred in respect of such engagement will be paid for by the Company at the direction of the Committee Chair.

4.4 The Committee will:

- (a) annually, in consultation with the Chair of the Board and the Chief Executive Officer, present to the Board a list of individuals recommended for election to the Board at the annual meeting of shareholders;

- (b) before recommending an incumbent, replacement or additional director, review his or her qualifications, availability to serve, conflicts of interest and other relevant factors; and
- (c) review, monitor and make recommendations regarding new director orientation and the ongoing development of existing Board members.

5.0 **ACCOUNTABILITY**

- 5.1 The Committee shall report to the Board at its next meeting of deliberations and actions it has taken since the previous report.
- 5.2 The minutes of all meetings of the Committee will be made available for review by any member of the Board or request to the Committee Chair.

ADOPTED AND APPROVED by the Committee and the Board on August 12, 2025.